

Bylaws of the Pennsylvania Equality Project

Revised: February 6, 2020

ARTICLE I. NAME OF THE ORGANIZATION

The name of the corporation is Pennsylvania Equality Project, *Inc.* Informally, the organization will also be known as Pennsylvania Equality Project, or PA Equality Project.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Pennsylvania Equality Project provides educational information for people who are lesbian, gay, bisexual, and/or transgender (LGBT) in Pennsylvania. This service includes, but is not limited to, holding rallies and other educational and social gatherings regarding issues related to the LGBT community. The organization will also operate facilities that will serve the following specific objectives:

- a) Serving as a point of contact for homeless LGBT people for education, housing, employment, and welfare opportunities.
- b) To provide temporary shelter for those who are homeless.
- c) To provide social activities for all in the LGBT community.
- d) To provide social work and/or pastoral counseling for members of the LGBT community.
- e) To sponsor, host, and/or participate in activities and events for other organizations.
- f) To conduct surveys of the LGBT and allied populations of Pennsylvania to determine interests and needs. Data from these surveys will be used to support our other purposes.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Full membership is reserved for those people who serve on the Board of Directors, hereafter “the Board.” Non-voting members of the organization may participate in Standing Committees. (See Article V, Section 12 for details.)

Section 2. Eligibility for Board Positions

All members of the Board *with full voting rights* are to:

- A. be at least 18 years of age, and
- B. be citizens of the United States of America.

*Members of the Board who are citizens of the United States of America may serve in **a non-voting capacity** if they are at least 15 years of age.*

Section 3. Rights of Board Members

For all matters brought before the board, each *full* member shall have one vote. Members of the Board reserve the right to appoint one person eligible to serve to cast a vote at meetings of the Board (*if*) they cannot be present at the meeting.

Section 4. Resignation and Termination

Any member of the Board may resign by filing a written resignation with the secretary. A member of the Board can be terminated from the Board with a majority vote of all members present at a regularly held meeting.

Section 5. Non-voting Members

Any member serving on a standing committee or subcommittee, who is not a member of the Board, shall be deemed a member of the organization, but will not have voting privileges on matters before the Board.

Article IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members of the Board shall be held quarterly, at a time and place designated by the chair. These meetings may ~~take place in a virtual or online environment.~~ *may be held in person or online.*

Section 2. Annual Meetings

An annual meeting of members of the Board, committees and subcommittees shall take place in the month of June. The specific date, time, and location shall be determined by the chair. At the annual meeting, the members of the Board shall

accept nominees for membership on the Board, committees, and subcommittees. Further, the Board shall hold an election of all nominees to the Board, committees, and subcommittees. At the annual meeting, the Board will receive reports on activities of the organization and determine the direction of the organization for the coming year.

Section 3. Special Meetings

Special meetings may be called by the Chair, or by a majority vote of the members of the Board.

Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each member of the Board, by *U.S. mail or by email, or by instant messaging at least one week* prior to the meeting.

Section 5. Quorum

A Quorum for a meeting of the members shall consist of at least half the voting members of the organization.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

For all matters before the Board, voting by proxy shall be accepted as if the member of the Board is present at the meeting.

Article V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by the Board. The Board shall have control of and be responsible for the management of the affairs and property of the organization.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the chair but shall consist of no less than four (4), nor more than twelve (12) including the following officers: President, Vice President, Secretary, and Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board and committees must be approved by a majority vote of the members present and voting, to include members voting by proxy, per Article IV, section 6. No voting on new members of

the Board, or standing committees, shall be held unless a Quorum of the Board is present as provided by Article IV, section 5.

Each member of the Board shall attend a minimum of three (3) monthly meetings of the Board per year, unless they have duly notified the secretary in writing of appointment of an eligible person to vote in their absence.

Section 3. Regular and Annual Meetings

An annual meeting of the Board shall be held at a time and day in the month of June of each calendar year and at a location to be determined by the Executive Committee of the Board. The Board may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two members of the Executive Committee of the Board. The person or persons authorized to call special meetings of the Board may fix any location *in person or online*, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, facsimile, or other electronic methods, or by written notice. Any officer of the Board or Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business at the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or by proxy, of a simple majority of *all current voting and non-voting* members of the Board shall be necessary at any meeting to constitute a Quorum to transact business. A lesser number shall have the power to adjourn to a specified later date without notice. Any action taken by a majority of members of the Board present or by proxy at a meeting at which a Quorum is present shall be the Act of the Board, unless the act of a greater number is required by law or these by-laws.

Section 7. Forfeiture

Any member of the Board who fails to fulfill any of his or her requirements as set forth in section 2 of this Article by June 30 shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meet any or all the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this article in these by-laws.

Section 8. Vacancies

Whenever a vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

Section 9. Compensation

~~Members of the Board shall receive compensation for their services as Directors up to but not more than ten dollars (\$10 USD) per annum. Directors may waive their compensation by notifying the Secretary.~~

No members of the Board of Directors shall receive compensation for their work with the Pennsylvania Equality Project. They will be eligible to receive reimbursement for expenses as a result of work for the organization. All such reimbursement will require receipts which must be filed with the Treasurer within 10 (ten) days of accruing the expense. (As amended September 23, 2019)

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, may be taken without a meeting if consent in writing or by electronic method, setting forth the action so taken, shall be signed by two-thirds (2/3) of all Directors following notice of the intended action to all members of the Board.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes, or can be reasonably be expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board.

Section 12. Standing Committees

Standing Committees may be created whose members shall be elected by the members of the Board annually, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Standing Committee members may attend regular and annual meetings of the Board. Members of Standing Committees shall possess the desire to serve the community and support the work of the Organization by providing expertise and professional knowledge. Members of Standing Committees shall comply with the confidentiality policy set forth in these by-laws and shall sign a confidentiality agreement consistent therewith upon being voted upon and accepting appointment to the Standing Committee.

Section 13. Parliamentary Procedure

For questions concerning parliamentary procedure at meetings Robert's Rules of Order shall serve as the guiding principle, but the Chair of the Board or Standing Committee will have the final say in determining conflict resolution.

Section 14. Removal

Any member of the Board or members of Standing Committees may be removed with or without cause, at any time, by vote of three-fourths (3/4) of the members of the Board if in their judgment the best interest of the Organization would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office. In the event the Secretary is removed, the President shall appoint an Acting Secretary until the next regularly scheduled meeting.

Members of the Board who are removed for failure to meet the requirements in Section 2 of this Article automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

Article VI. OFFICERS

The officers of this Board shall be the President, Vice President, Secretary, and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the Board. The President shall have the following duties:

- a. preside at all meetings of the Executive Council.
- b. have general and active management of the Business of all Standing Committees.
- c. see that all orders and resolutions of the Standing Committees are brought to the Board.
- d. have general superintendence and direction of all other officers of the Organization and see that their duties are properly performed.
- e. submit a report of the operations of the program for the fiscal year to the various Standing Committees and the members of the Board at the annual meeting, and from time to time, shall report to the Board all matters that may affect the Organization.
- f. serve as an Ex-Officio member of all Standing Committees and shall have the powers and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall:

- a. Serve as an Ex-Officio member of all Standing Committees and shall have the powers and duties usually vested in the office of the President.
- b. Serve as chair of the Legislative Standing Committee and shall report to the Board at the annual meeting all progress made from the Legislative Standing Committee.

Section 3. Secretary

The Secretary shall attend in person all meetings of the Board and the Executive Committee and will act as a clerk thereof. The Secretary shall:

- a. Record all votes and minutes of all proceedings in a book or by electronic method to be kept for that purpose. *In concert with the President, the Secretary* shall make the arrangements for all meetings of the Board, including the annual meeting of the Organization.

- b. Send notices of all meetings to the members of the Board, and as appropriate, to the members of the Standing Committees, and shall take reservations for the meetings. *The Secretary may seek the assistance of a staff member or other Board member, as needed.*
- c. Perform all official correspondence from the Board as may be prescribed by the Board or by the President.
- d. *Retain the official records of the Organization as prescribed by the laws of the United States and the Commonwealth of Pennsylvania.*

Section 4. Treasurer

The Treasurer shall:

- a. Submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture), by staff of the Organization.
- b. Present a complete and accurate report of the finances raised by the Board at each meeting, or at any time as requested by any member of the Board.
- c. Assist in direct audits and reviews of the Organization according to generally accepted accounting practices.
- d. Perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.
- e. *Report, or delegate to report, the 990-N or other similar form to the US Internal Revenue Service on an annual basis as directed by law.*

Section 5. Election of Officers

Nominations shall be accepted at the annual meeting each year. Nominees shall be presented during the Board meeting. The election of officers shall occur during the annual meeting. A simple majority of Board members present and by proxy shall determine the outcome of the election. Officers shall serve a term of one year in their initial term and shall be elected to four (4) year terms thereafter.

Section 6. Removal of Officer

The Board, at any regular or annual meeting, may remove an officer with three-fourths (3/4) of the Directors voting in favor of removal, and immediately elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the officer in writing within twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The President will have the authority to fill vacancies for any director or officer of the Board on an interim basis. The President will subsequently inform members of the Board in writing two weeks prior to the next regular meeting of the filled vacancy and recommend to the Board nominees to fill the vacancy. In the event the President's position is vacated, the Vice-President shall fulfill this duty.

ARTICLE VII. STANDING COMMITTEES

Section 1. Committee Formation

The Board will create standing committees including but not limited to: Finance, Transgender Issues, Housing and Employment, Education and Youth, Legislative, Aging, and others as needed.

Section 2. Executive Committee

The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall run from July 1 - June 30. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4. Submission of Tasks to Committee

The Board or Executive Committee at any time may refer any such measures to the various Standing Committees as is necessary to determine the actions taken by the Organization. Each Standing Committee will review the measures and submit a report of findings to the Board at the next possible regular meeting.

Section 5. Standing Committee Membership

The various Standing Committees, except the Executive Committee, will have *up to* seven (7) members, one of whom will be a member of the Board, who will select the Chair of the Committee. Committee members shall meet the following criteria prior to serving on the committee:

- a. The Committee Member will be at least *fifteen (15)* years of age.
- b. The Committee Member will be a legal United States citizen.
- c. The Committee Member will not have any conflicts of interest as defined in Article IX of these by-laws.

ARTICLE VIII. CORPORATE STAFF

Section 1. Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Organization, and shall direct the day-to-day business of the Organization, maintain properties of the Organization, and hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision. The Executive Director's position will also include all responsibilities that relate to the functioning of the Community Drop-In Centers which shall be established by the Organization. Additionally, the Executive Director will be responsible for all volunteers who work for the Organization at various activities, events, and functions, including those of the Drop-In Centers that are established by the Board.

The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President. The Executive Director shall serve as a member of all Standing Committees.

The Executive Director may be hired at any meeting of the Board by majority vote and shall serve until removed by the Board from this capacity. Both officers and members of the board, except the President, may serve in the capacity of Executive Director for the Community Drop-In Centers. The Executive Director shall serve until an affirmative vote by three-fourths (3/4) of the members of the Board present at any meeting of the Board.

Compensation for the Executive Director shall be determined by a simple majority vote of the Board.

Article IX. Conflict of Interest and Compensation

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person

Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest as defined below.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business or investment:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any possible conflict of interest, an interested person must disclose the existence of financial interest and be given opportunity to disclose all material facts to the Board and members of the Standing Committees with Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Committee

meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

- c. Procedures Addressing the Conflict of Interest.
 1. An interested person may make a presentation at the Board or Committee meeting; *afterward, the presenter* shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the Board or the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board or Committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
 1. If the Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the member has failed to disclose a conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board and all Standing Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether

a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- ~~a. A member of the Board who receives compensation directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.~~
- ~~b. Members of the Board whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from the Organization, either individually or collectively, may provide information to any committee regarding compensation on an as needed basis. (Stricken from the By-Laws per the Amendment to Article V, Section 9.)~~

Section 6. Annual Statements

Each director, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Commonwealth of Pennsylvania, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Organization, or any person who may have served at the Organization's request as a director or officer of another entity (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any by-law, agreement, resolution of the Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall be ultimately determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Organization may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Organization would have the power or obligation to indemnify such person against liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS & WAIVING THE RULES

Section 1. Articles of Organization

The Articles may be amended in any manner at any annual, regular, or special meeting of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by electronic method or at least five days if delivered by mail.

Section 2. Bylaws

The Board may amend these Bylaws by majority vote at any annual, regular, or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and manner provided for the giving of notice of meetings of directors.

Section 3. Waiving the Rules

Except for Article XII, if three-fourths (3/4) of the Executive Committee votes to waive the rules at any annual, regular, or special meeting, the rules will be temporarily suspended on an as needed basis. The Secretary shall record in the minutes of the meeting the explanation regarding the suspension or waiving of the rules.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or founders of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 15 preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board of Directors on this 15th day of June, 2018.

David E. Moore, President - Pennsylvania Equality Project, Inc.

Jennifer L. Rahal-Moore, Vice-President - Pennsylvania Equality Project, Inc.

Laura Crowley, Secretary - Pennsylvania Equality Project, Inc.

Cathilena Maynard, Treasurer - Pennsylvania Equality Project, Inc.